

NEXTERA ENERGY INC
Form 8-K
May 04, 2012

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

Date of earliest event reported: May 4, 2012

| Commission File Number | Exact name of registrant as specified in its charter, address of principal executive offices and registrant's telephone number | IRS Employer Identification Number |
|------------------------------|--|--|
| 1-8841 | NEXTERA ENERGY, INC. 700 Universe Boulevard Juno Beach, Florida 33408 (561) 694-4000 | 59-2449419 |

State or other jurisdiction of incorporation or organization: Florida

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

SECTION 8 - OTHER EVENTS

Item 8.01 Other Events

On May 4, 2012, NextEra Energy, Inc. (NEE) sold \$600 million of equity units (initially consisting of Corporate Units) to Merrill Lynch, Pierce, Fenner & Smith Incorporated. Each equity unit is issued in a stated amount of \$50 and consists of a contract to purchase NEE common stock (stock purchase contract) and, initially, a 1/20, or 5% undivided beneficial ownership interest in a Series E Debenture due June 1, 2017 issued in the principal amount of \$1,000 by NextEra Energy Capital Holdings, Inc. (NEECH). Each stock purchase contract will require the holder to purchase NEE common stock for cash, based on a price per share range of \$64.35 to \$77.22. Total annual distributions on the equity units will be at the rate of 5.599% per year, consisting of interest on the debentures and payments under the stock purchase contracts. The holder of the equity unit must complete the stock purchase by no later than June 1, 2015, and may satisfy its purchase obligation with proceeds raised from a remarketing of the NEECH debentures that are a component of its equity unit. The debentures are guaranteed by NEE. The equity units were registered under the Securities Act of 1933 pursuant to Registration Statement Nos. 333-160987, 333-160987-01, 333-160987-02, 333-160987-03, 333-160987-04, 333-160987-05, 333-160987-06, 333-160987-07 and 333-160987-08. This Current Report on Form 8-K is being filed to report as exhibits certain documents in connection with the sale of the equity units.

SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

The following exhibits are being filed pursuant to Item 8.01 herein.

| Exhibit Number | Description |
|-------------------|--|
| 4(a) | Purchase Contract Agreement dated as of May 1, 2012, between NextEra Energy, Inc. and The Bank of New York Mellon, as Purchase Contract Agent |
| 4(b) | Pledge Agreement, dated as of May 1, 2012, between NextEra Energy, Inc., Deutsche Bank Trust Company Americas, as Collateral Agent, Custodial Agent and Securities Intermediary, and The Bank of New York Mellon, as Purchase Contract Agent |
| 4(c) | Officer's Certificate of NextEra Energy Capital Holdings, Inc., dated May 4, 2012, creating the Series E Debentures due June 1, 2017 |
| 5(a) | Opinion and Consent, dated May 4, 2012, of Squire Sanders (US) LLP, counsel to NextEra Energy, Inc. and NextEra Energy Capital Holdings, Inc., with respect to the equity units |
| 5(b) and 8 | Opinion and Consent, dated May 4, 2012, of Morgan, Lewis & Bockius LLP, counsel to NextEra Energy, Inc. and NextEra Energy Capital Holdings, Inc., with respect to the equity units |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NEXTERA ENERGY, INC.
(Registrant)

Date: May 4, 2012

CHRIS N. FROGGATT
Chris N. Froggatt
Vice President, Controller and Chief Accounting
Officer

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